



**DEFI TECHNOLOGIES INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF COMMON SHAREHOLDERS**

You are invited to the 2026 annual general and special meeting (the “**Meeting**”) of common shareholders (the “**Shareholders**”) of DeFi Technologies Inc. (the “**Corporation**”).

When: Monday, June 29, 2026 at 10:00 a.m. (Toronto time)

Where: Virtual Meeting

The purpose of the Meeting is as follows:

1. **Financial Statements.** Receive and consider the audited consolidated financial statements as at and for the fiscal year ended December 31, 2025;
2. **Number of Directors.** To set the number of directors to be elected at the Meeting at six (6);
3. **Elect Directors.** Consider and elect the directors for the ensuing year;
4. **Auditor Appointment.** Appoint HDCPA Professional Corporation as auditor of the Corporation;
5. **Share Consolidation.** Consider and, if deemed advisable, to pass, with or without variation, a special resolution to authorize the directors of the Corporation to effect, in their sole and complete discretion if they deem it appropriate and without any further approval from the shareholders of the Corporation, a share consolidation, whereby the Corporation’s issued and outstanding share capital would be altered by consolidating all its common shares on the basis of up to every twelve (12) of such common shares being consolidated into one (1) common share, with such consolidation to occur at some time as determined by the Board of Directors before the next annual general meeting of shareholders (the “**Share Consolidation**”);
6. **Amendment to By-Law No. 1.** Consider and, if deemed advisable, to pass with or without variation, an ordinary resolution confirming the amendment of the Corporation’s By-Law No. 1 removing the residency requirement for directors of the Corporation (the “**By-Law Amendment**”);
7. **Advance Notice By-Law No. 2.** Consider and, if deemed advisable, to pass with or without variation, an ordinary resolution confirming the adoption of the Corporation’s By-Law No. 2 providing for advance notice requirements for the nomination of directors of the Corporation (the “**Advance Notice By-Law**”); and
8. **Other Business.** Consider other business as may properly come before the Meeting or any postponement(s) or adjournment(s) thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular (the “**Circular**”), under “Matters to be Considered”, accompanying this Notice of Meeting. At the Meeting, Shareholders will be asked to approve each of the foregoing items.

The board of directors of the Corporation unanimously recommends that the Shareholders vote FOR each of the fixing of the number of directors of the Corporation six (6), the appointment of HDCPA Professional Corporation as auditor of the Corporation, the election of the directors of the Corporation for the ensuing year, the Share Consolidation, the confirmation of the By-Law Amendment and the Advance Notice By-Law.

Each common share of the Corporation (a “**Common Share**”) will entitle the holder thereof to one (1) vote at the Meeting.

The directors of the Corporation have fixed the close of business on May 19, 2026 as the record date, being the date for the determination of the registered Shareholders entitled to notice and to vote at the Meeting and any adjournments(s) or postponement(s) thereof.

The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Corporation and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at <https://meetings.lumiconnect.com/400-468-404-350>. Beneficial shareholders (being shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend as a guest and view the webcast but not be able to participate or vote at the Meeting.

As a shareholder of the Corporation, it is very important that you read the Circular and other Meeting materials carefully. They contain important information with respect to voting your Common Shares and attending and participating at the Meeting.

A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your shares, including if you are a nonregistered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you **MUST** register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders **MUST** send an email to appointee@odysseytrust.com and provide Odyssey Trust Company (“**Odyssey**”) with their proxyholder's contact

information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email.

Electronic copies of the Meeting materials may be obtained at <https://defi.tech/investor-relations> or under the Corporation's profile on www.sedarplus.ca.

The Corporation has elected to use the notice-and-access rules ("**Notice and Access**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* for distribution of the Circular, this Notice of Meeting, the form of proxy and the voting instruction form (collectively, the "**Meeting Materials**") to holders of Common Shares. Notice and Access is a set of rules that allows issuers to post electronic versions of its proxy-related materials on SEDAR+ and on one additional website, rather than mailing paper copies to shareholders.

Shareholders may obtain paper copies of the Meeting Materials by contacting the Corporation's transfer agent, Odyssey Trust Company, at 1-587-885-0960 and 1-888-290-1175 (toll-free) from outside of North America. A request for paper copies should be received by Odyssey by June 18, 2026 in order to allow sufficient time for the shareholder to receive the paper copy and return the proxy by its due date.

Proxies are being solicited by management of the Corporation. A form of proxy for the Meeting accompanies this notice (the "**Proxy**"). Shareholders who are entitled to vote at the Meeting may vote by proxy or, vote online at the Meeting. Shareholders who are unable to attend the Meeting are requested to complete, execute and deliver the enclosed Proxy to the Corporation's registrar and transfer agent, Odyssey Trust Company, 1100-67 Yonge Street, Toronto ON M5E 1J8 by no later than 10:00 a.m. (Toronto time) on June 25, 2026, or if the Meeting is adjourned or postponed, by no later than 48 hours prior to the time of such reconvened meeting (excluding Saturdays, Sundays and holidays). The Chairman of the Meeting may waive or extend the time limit for the deposit of Proxies. Beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary should follow the instructions provided by their broker, custodian, nominee or other intermediary in order to vote their Common Shares.

Registered holders of the potash stream preferred shares of the Corporation are hereby provided with notice of, and are entitled to attend, the Meeting and be heard at such Meeting.

DATED at Toronto, Ontario as of the 20th day of May, 2026

BY ORDER OF THE BOARD
OF DIRECTORS

(signed) "Johan Wattenström"
Chief Executive Officer and
Executive Chairman